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THE AMAZING SPIDER-MAN

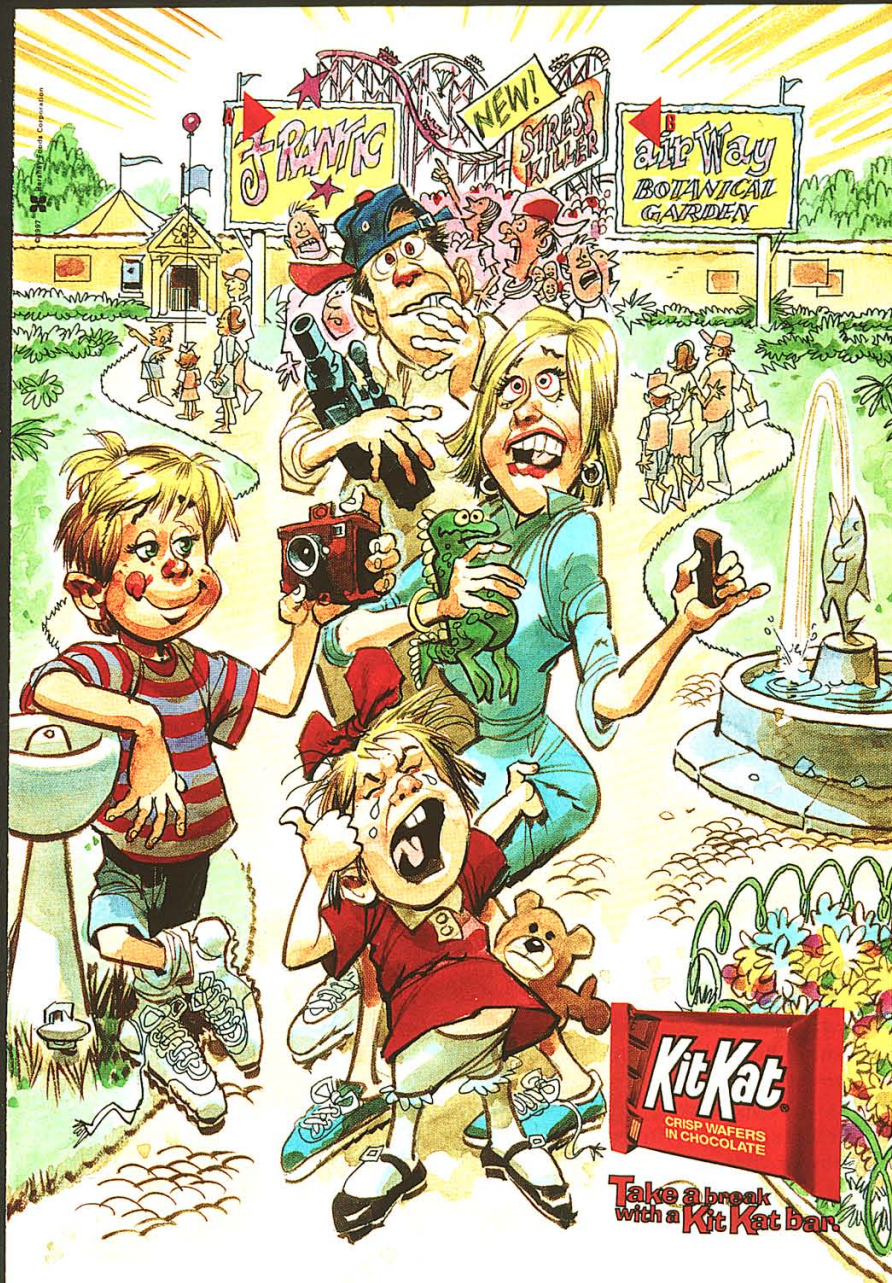


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02

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KitKat
CRISP WAFERS
IN CHOCOLATE

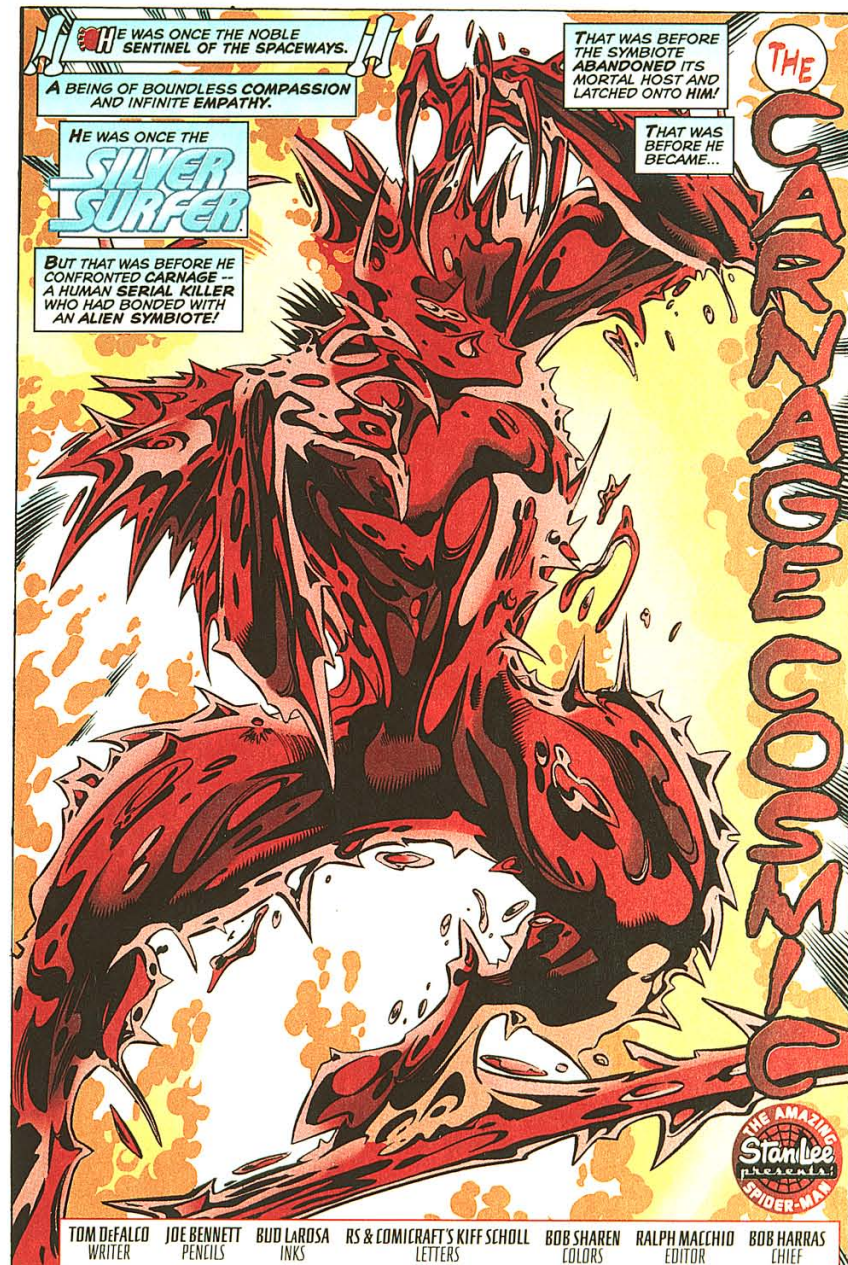
Take a break
with a KitKat bar.

A

Fold A to B

B

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HE WAS ONCE THE NOBLE
SENTINEL OF THE SPACEWAYS.
A BEING OF BOUNDLESS COMPASSION
AND INFINITE EMPATHY.

HE WAS ONCE THE
**SILVER
SURFER**

BUT THAT WAS BEFORE HE
CONFRONTED CARNAGE -
A HUMAN SERIAL KILLER
WHO HAD BONDED WITH
AN ALIEN SYMBIOTE!

THAT WAS BEFORE
THE SYMBIOTE
ABANDONED ITS
MORTAL HOST AND
LATCHED ONTO HIM!

THAT WAS
BEFORE HE
BECAME...

THE

CARNAGE COMIX!

THE AMAZING
Stan Lee
PRESENTS
SPIDER-MAN

TOM DE FALCO WRITER JOE BENNETT PENCILS BUD LAROSA INKS RS & COMICRAFT'S KIFF SCHOLL LETTERS BOB SHAREN COLORS RALPH MACCHIO EDITOR BOB HARRAS CHIEF

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HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

CARNAGE

Cletus Cassidy was a convicted serial killer who shared a cell with Eddie Brock--otherwise known as Venom. When Brock escaped, the spawn of the symbiotic alien costume that gave Venom his powers bonded with Cassidy, turning him into a being more monstrous than Venom itself: the most dangerous super-powered killer on the planet.



SILVER SURFER

On the world of Zenn-La, Norrin Radd bargained for its safety with the attacking planet-killer Galactus. In exchange for Zenn-La's continued existence, Norrin became Galactus' herald--gifted with the Power Cosmic--and a unique surfboard. Now, because he no longer serves Galactus, the Surfer is free to seek his destiny alone among the stars.



MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



JILL STACY

The sweet attractive cousin of Peter Parker's late girlfriend, Gwen Stacy. As does her brother, Paul, Jill also attends E.S.U.. She has recently struck up a friendship with both Peter and Mary Jane.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the Daily Bugle newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor in chief. He is a friend and confidant of Peter Parker.



MARTHA ROBERTSON

Wife of Joe "Robbie" Robertson.



PREVIOUSLY IN

THE AMAZING SPIDER-MAN



The monstrous menace named Carnage escaped Ravenscroft Institute and made his way to New York City where he injured the wife of Robbie Robertson in an elevator of the Daily Bugle building.



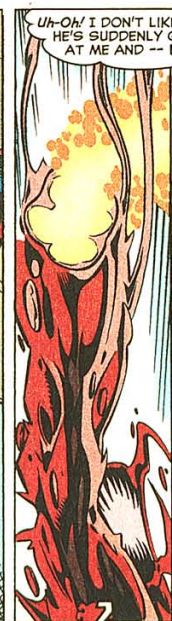
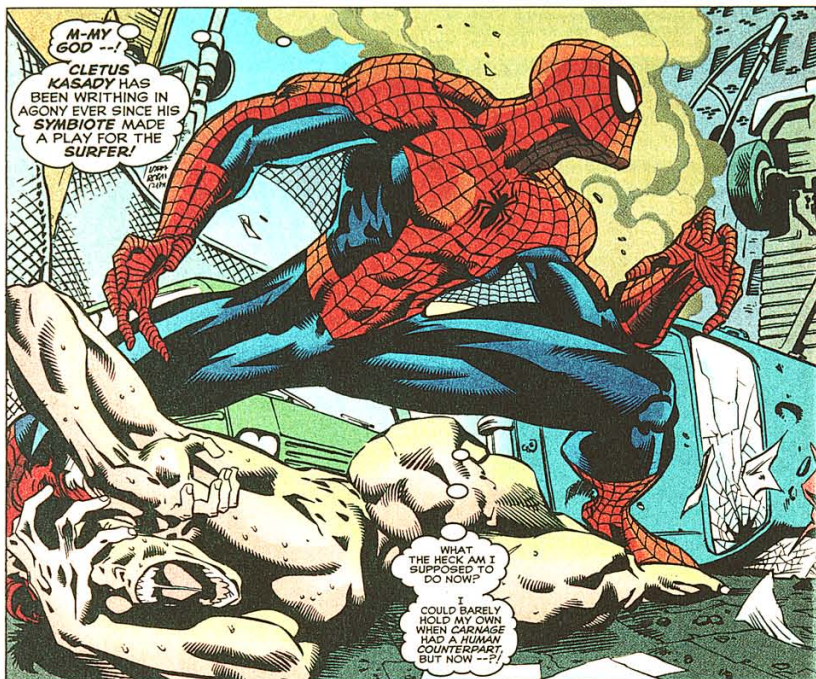
Despite the bounty on his head, Spider-Man went in search of Carnage and engaged him in battle until the unexpected arrival of the Silver Surfer.

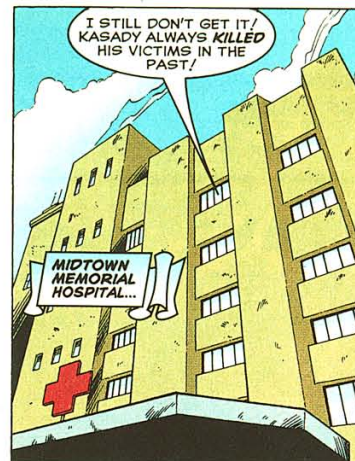
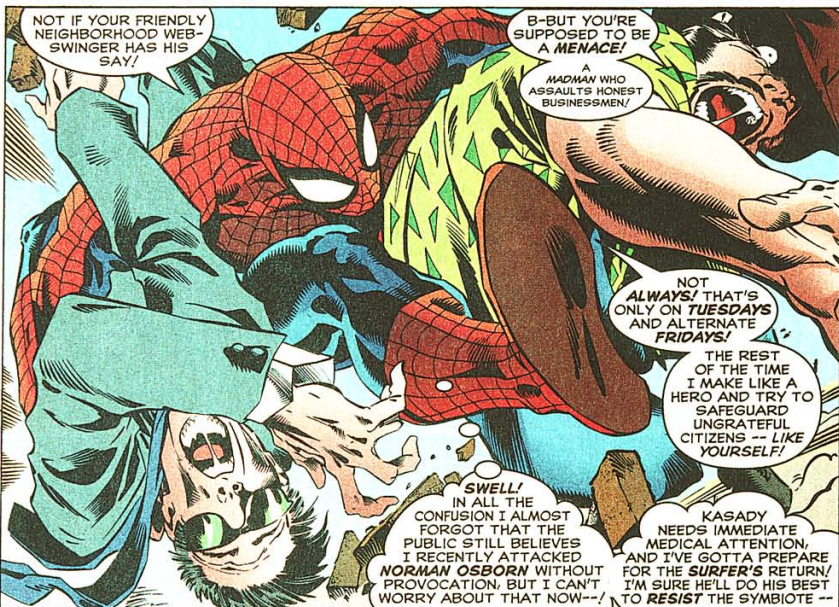


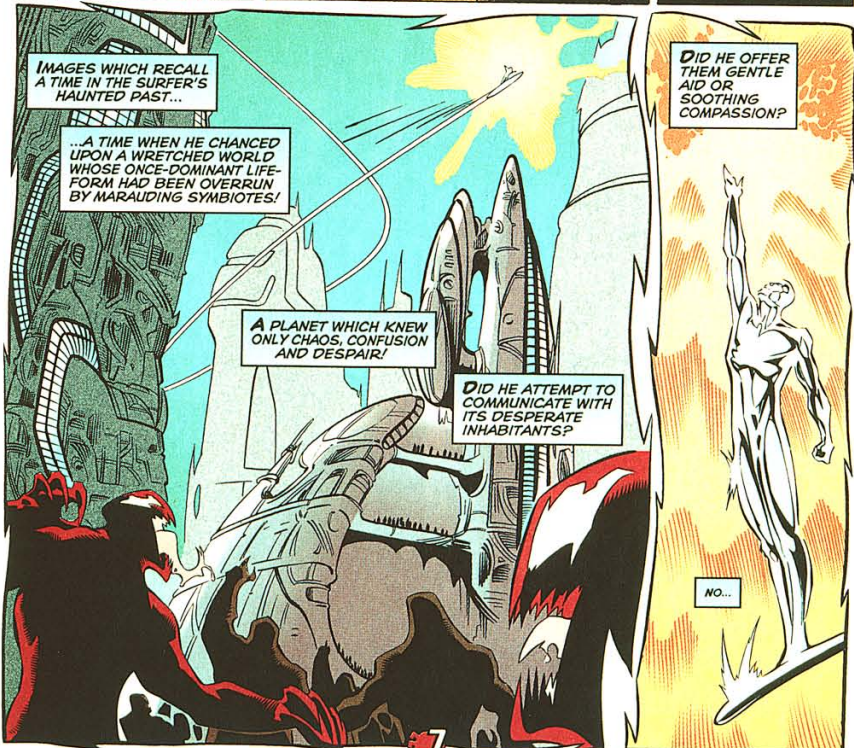
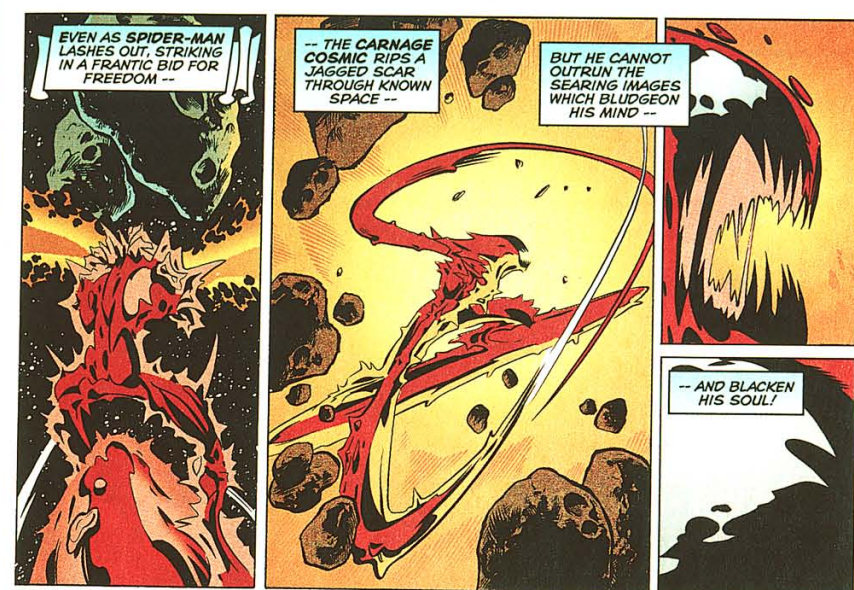
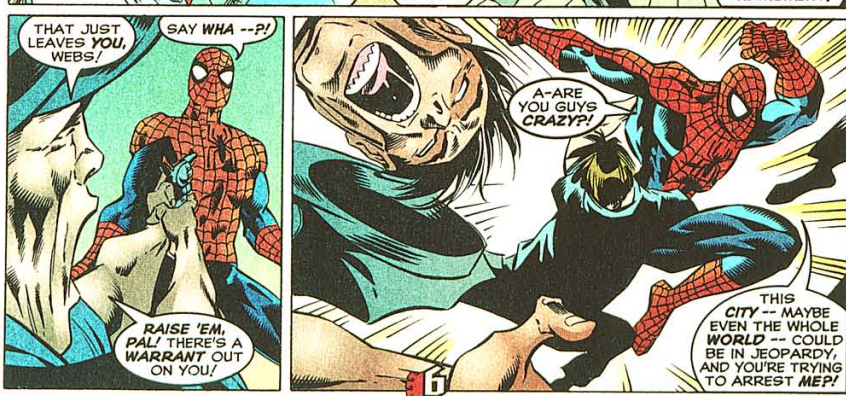
Strangely, upon seeing the Surfer, the Carnage symbiote fled the body of Cletus Cassidy.

The skyriider of the spaceways gave chase, leaving Spidey to tend to a shaken Cassidy. But then, the symbiote returned, having apparently taken over the body and mind of the Silver surfer. Its only thoughts--of destruction...











last bronx



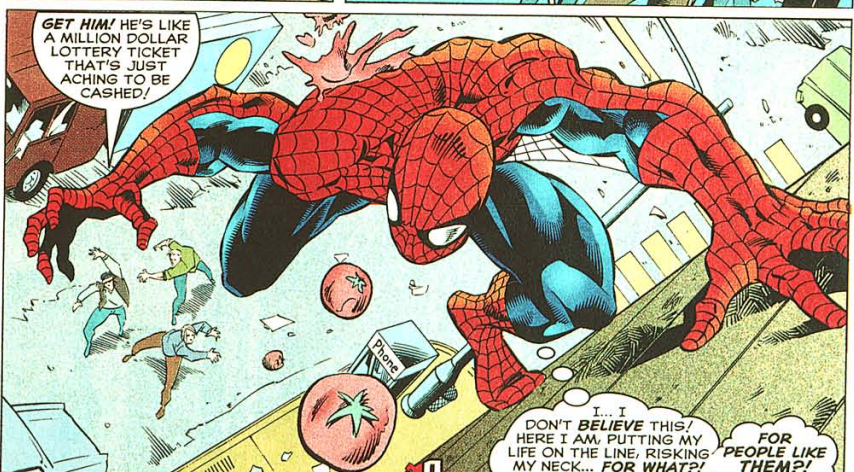
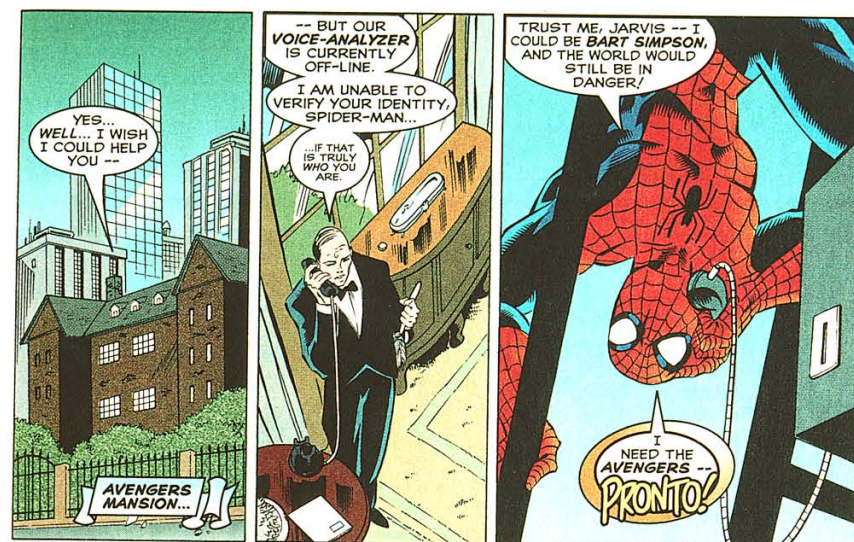
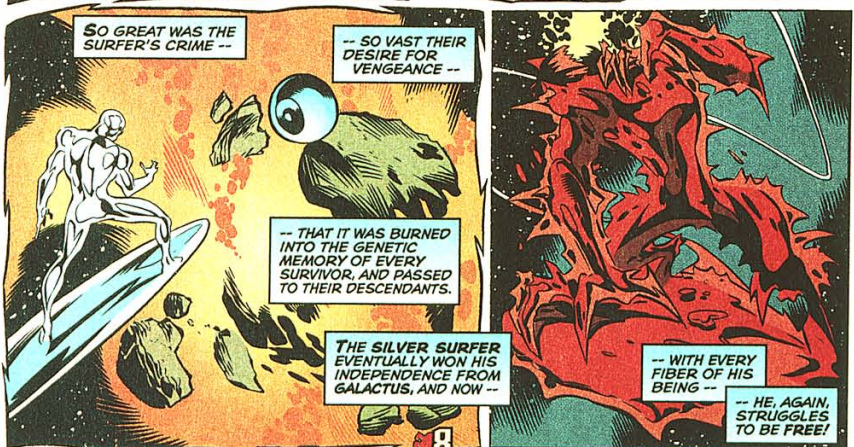
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...TO HIBBLE AWAY AT HIS JUDGMENT UNTIL HE MADE A PACT WITH NORMAN OSBORN --

-- THE DEVIL HIMSELF!

JOE, YOU NEED TO MAKE A DECISION...

I KNOW, MARTHA.

I KNOW.

GOOD NEWS, Mr. AND Mrs. ROBERTSON...

...I'VE CONSULTED WITH A SPECIALIST ABOUT THAT ARM, AND THE LONG-RANGE PROGNOSIS IS --

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Huh, huh? Well Are Ya???

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DISTURBING!
QUITE DISTURBING!



WHAT'S THE PROBLEM, DOC?

MY TESTS INDICATE THE PATIENT IS SUFFERING FROM AN ADVANCED CASE OF STOMACH CANCER.

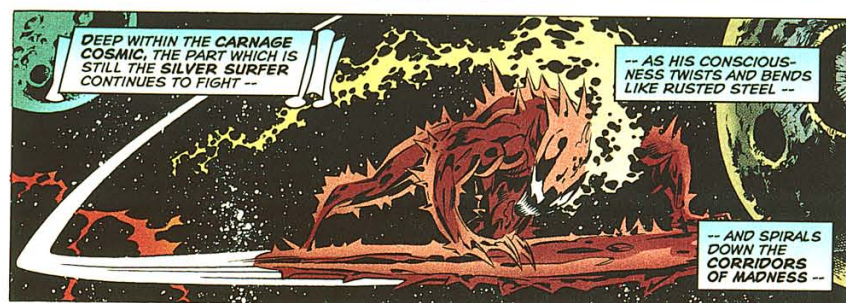
I'M STEPPING INTO UNCHARTED GROUND HERE, BUT I CAN ONLY ASSUME HIS... Uh... SYMBIOTE... WAS KEEPING HIM ALIVE.



AW, GEE...



BE A CRYIN' SHAME IF THIS PUKE CROAKED ON US.



DEEP WITHIN THE CARNAGE COSMIC, THE PART WHICH IS STILL THE SILVER SURFER CONTINUES TO FIGHT --

-- AS HIS CONSCIOUSNESS TWISTS AND BENDS LIKE RUSTED STEEL --

-- AND SPIRALS DOWN THE CORRIDORS OF MADNESS --



-- WHICH WERE ONCE THE HOME OF CLETUS KASADY!

THE SURFER SEES TORTURED ANIMALS...

...AND ABUSIVE FOSTER PARENTS...

...HE SEES A CHILD WHO IS ROUTINELY BEATEN INTO SUBMISSION.

AND WHO, IN TURN, RESPONDS WITH EVEN GREATER SAVAGERY!

A CHILD BORN WITH A RAW AND BLOODY WOUND FOR A HEART --

-- AND A GAPING, HUNGRY MAW IN LIEU OF A SOUL!



CLETUS KASADY IS THE CLOSEST I'VE EVER COME TO EVIL INCARNATE.

I CAN'T EVEN GUESS HOW MANY INNOCENT LIVES HE'S RUINED.

IT WOULD BE SO EASY TO JUST LET HIM DIE.



WHO AM I KIDDING? I'M NO MURDERER.

BUT... THIS... THIS WOULD BE DIFFERENT!

I'D ONLY HAVE TO PREVENT HIM FROM REUNITING WITH HIS SYMBIOTE...

Ahhh... NO SENSE DRIVING MYSELF CRAZY OVER A DECISION I'LL NEVER NEED TO MAKE.



NOT UNLESS I CAN FIND A WAY TO SEPARATE THE SYMBIOTE FROM THE SURFER!

WHICH REMINDS ME, I STILL NEED BACK-UP...

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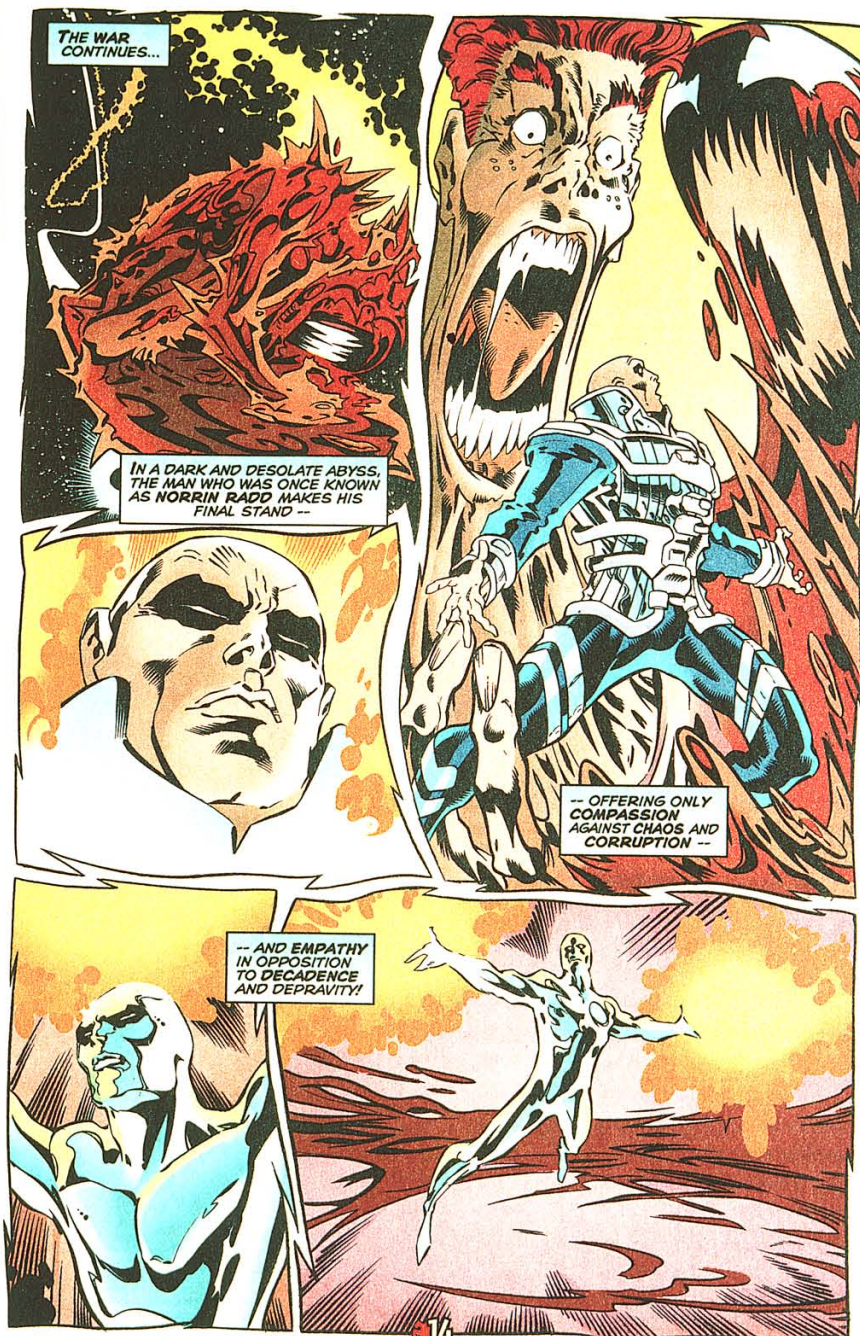
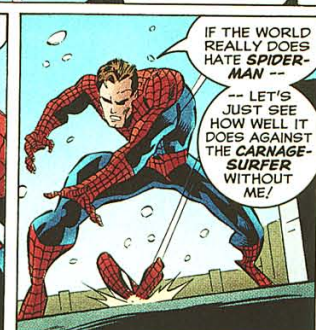
SLOWER TRAFFIC
KEEP RIGHT

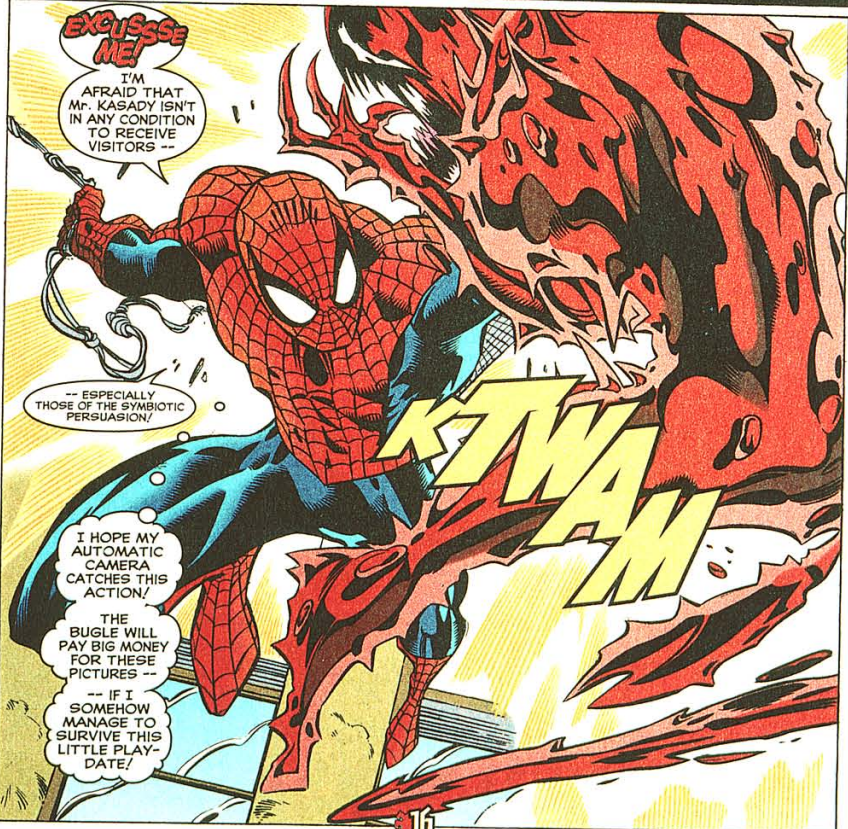
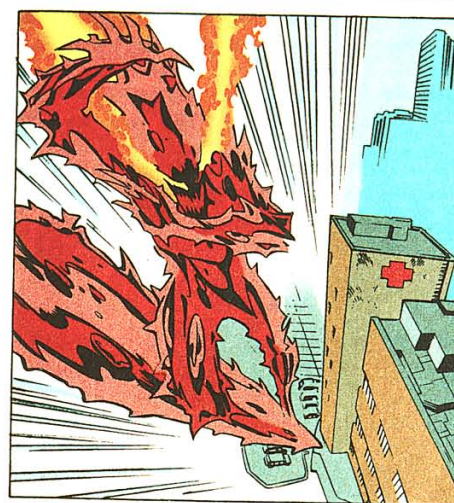
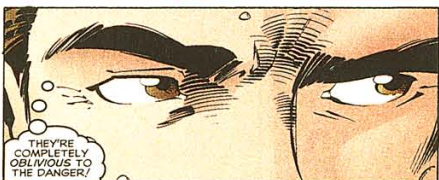


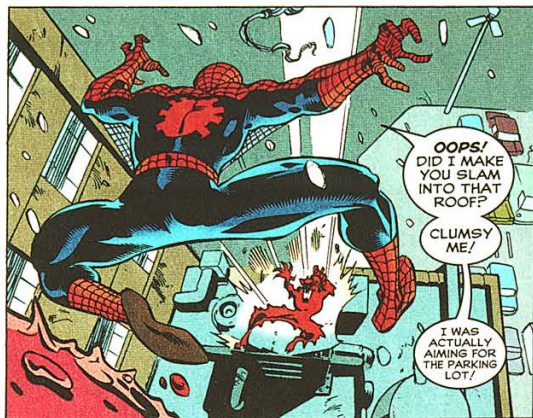
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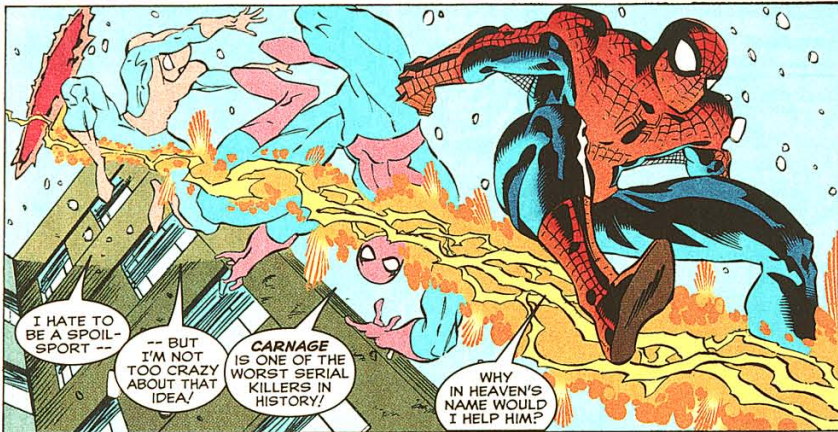
OOPS!
DID I MAKE
YOU SLAM
INTO THAT
ROOF?

CLUMSY
ME!

I WAS
ACTUALLY
AIMING FOR
THE PARKING
LOT!



Y-YOU
MUSTN'T
INTERFERE,
SPIDER-MAN...
...I
HAVE COME
TO REUNITE
THIS
SYMBIOTE
WITH
ITS HUMAN
HOST!



I HATE TO
BE A SPOIL-
SPORT --

-- BUT
I'M NOT
TOO CRAZY
ABOUT THAT
IDEA!

CARNAGE
IS ONE OF THE
WORST SERIAL
KILLERS IN
HISTORY!

WHY
IN HEAVEN'S
NAME WOULD
I HELP HIM?



IF YOU CAN REALLY
HEAR ME, SURFER...
I SAY WE WORK
TOGETHER TO
DESTROY THE
SYMBIOTE AS
WELL!

B-BUT
KASADY WILL
DIE WITHOUT
IT!



TOUGH!
HE SHOULD HAVE
THOUGHT ABOUT
THAT BEFORE HE
BEGAN
SLAUGHTERING
HELPLESS --

UGNN



K-KASADY
IS HELPLESS
NOW --

-- AND
ONLY WE
CAN SAVE
HIM!



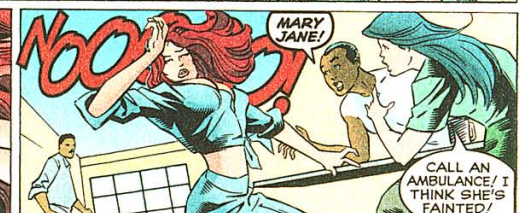
**EMPIRE STATE
UNIVERSITY...**
A POLICE
SPOKESMAN
CONFIRMS THE
CAPTURE OF
**CLETUS
KASADY** --

-- BUT EYEWITNESSES CLAIM THAT
SPIDER-MAN IS CURRENTLY BATTLING
A CARNAGE-LIKE CREATURE WHO
APPEARS TO EXHIBIT POWERS
AKIN TO --



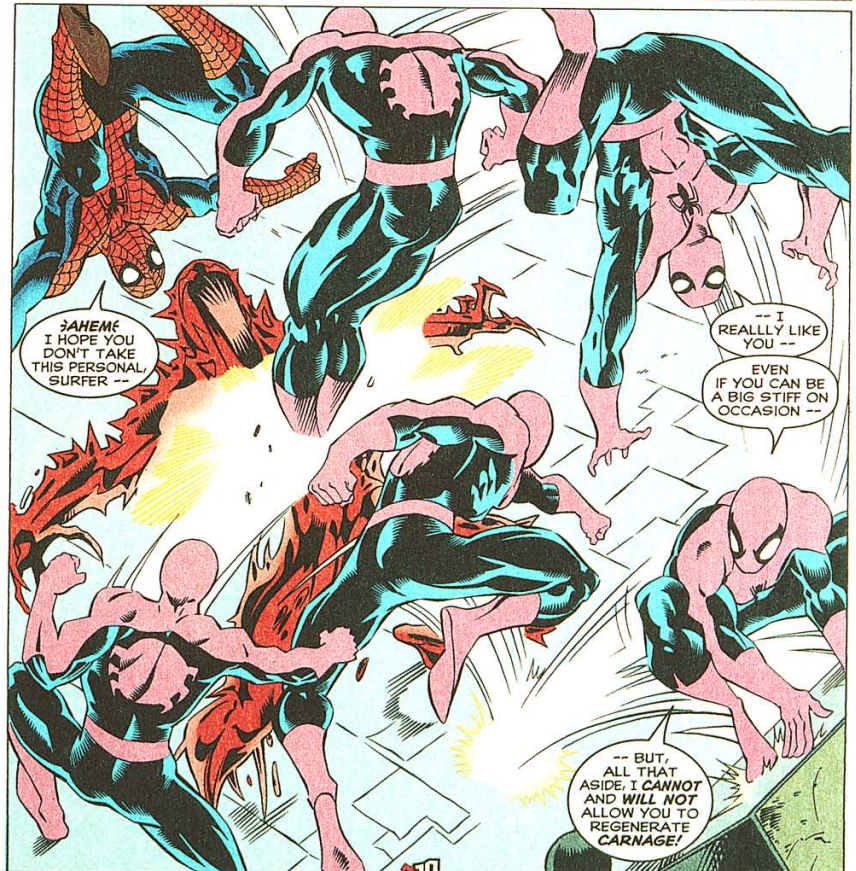
-- THE
**SILVER
SURFER**

M-MY
GOD --
NO!



**MARY
JANE!**

CALL AN
AMBULANCE! I
THINK SHE'S
FAINED!

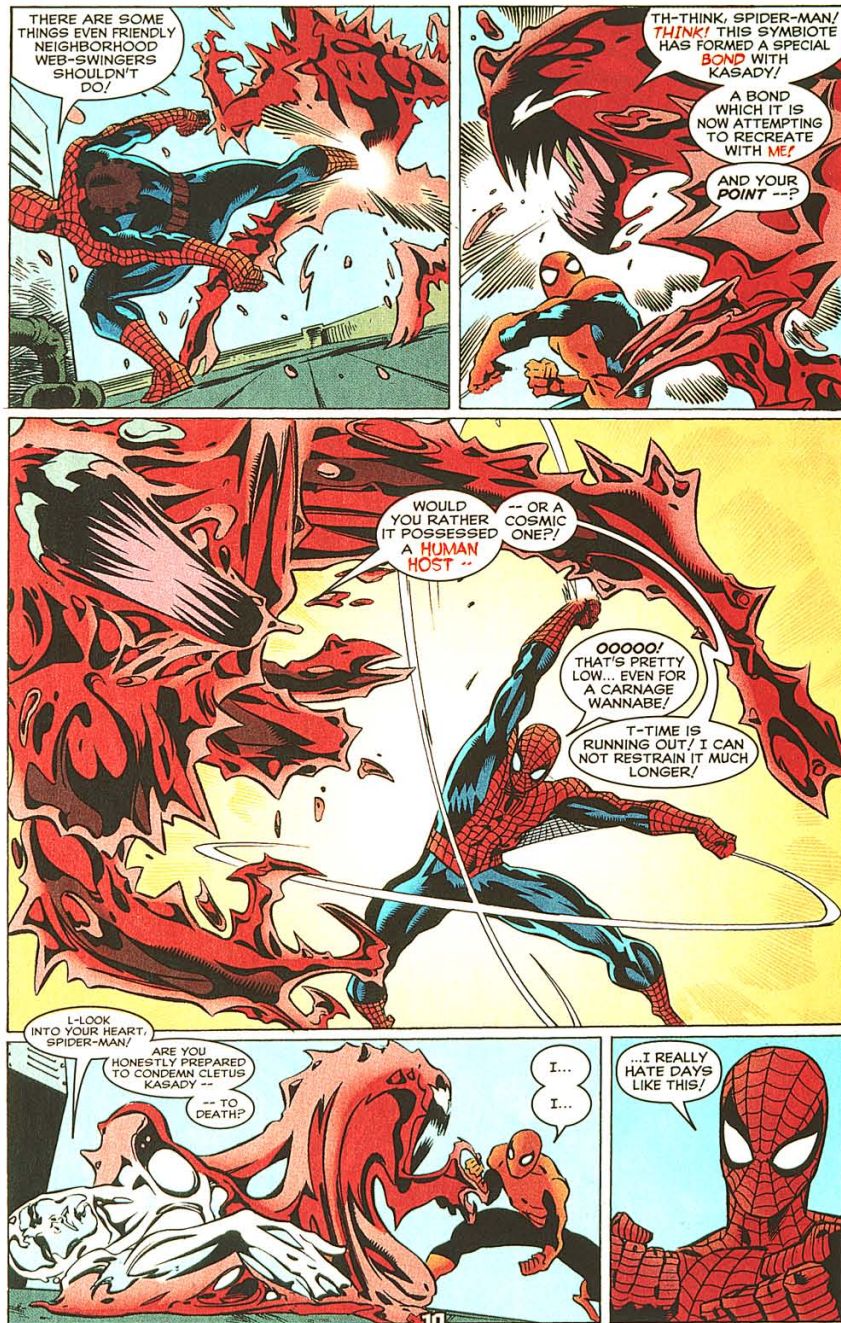


SAHEM!
I HOPE YOU
DON'T TAKE
THIS PERSONAL,
SURFER --

-- I
REALLY LIKE
YOU --

EVEN
IF YOU CAN BE
A BIG STIFF ON
OCCASION --

-- BUT,
ALL THAT
ASIDE, I CANNOT
AND WILL NOT
ALLOW YOU TO
REGENERATE
CARNAGE!



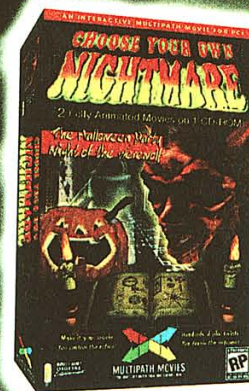
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YOUR WORST NIGHTMARE IS ABOUT TO COME TRUE...

AGAIN...

AND AGAIN...

AND AGAIN...



INTRODUCING CHOOSE YOUR OWN NIGHTMARE™ THE INTERACTIVE MULTIPATH™ MOVIES WHERE YOU CONTROL YOUR FATE.

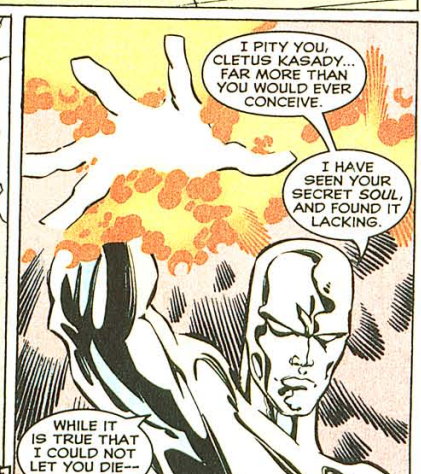
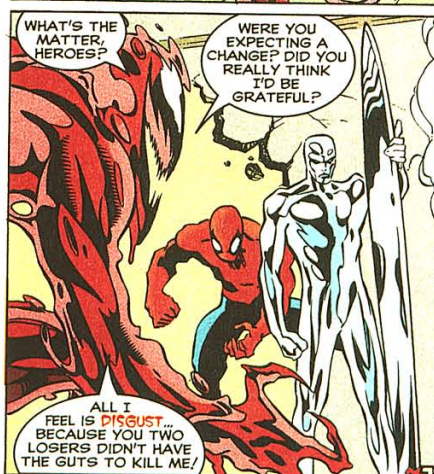
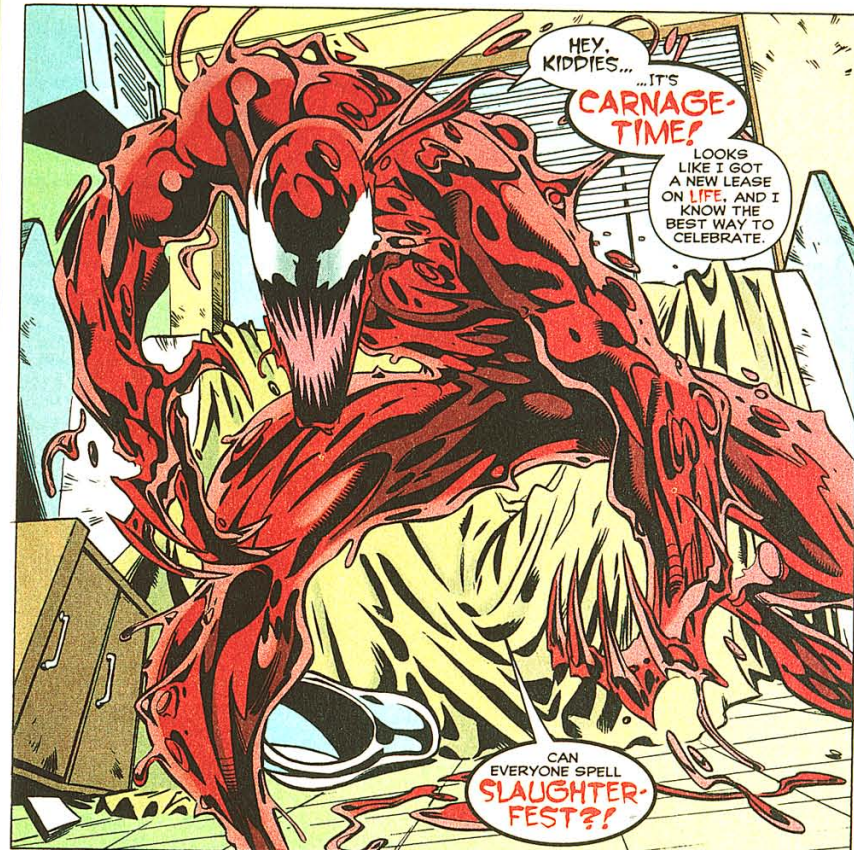
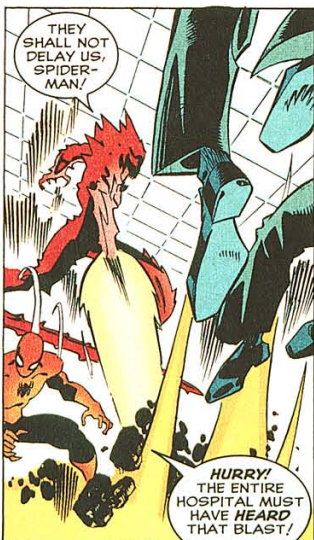
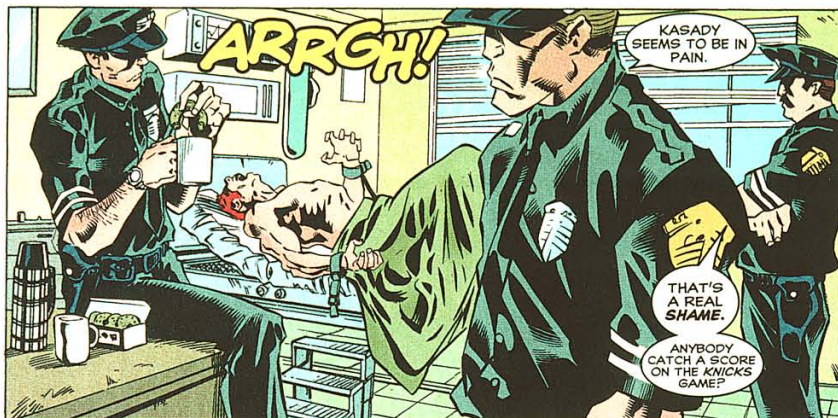
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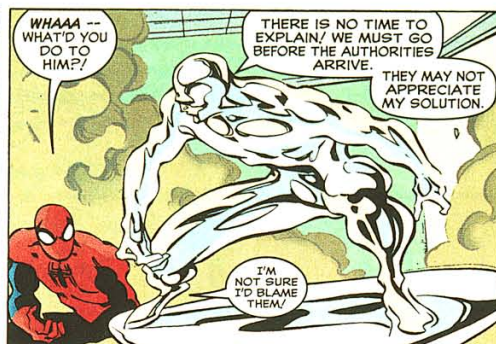
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-- I MOST ASSUREDLY WILL NOT SUFFER A RETURN TO YOUR MURDEROUS WAYS!

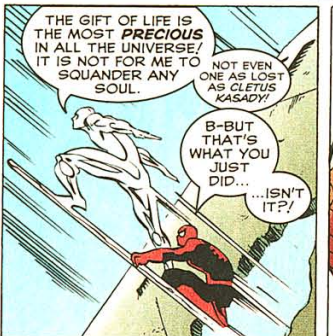


WHAAA -- WHAT'D YOU DO TO HIM?!

THERE IS NO TIME TO EXPLAIN! WE MUST GO BEFORE THE AUTHORITIES ARRIVE.

THEY MAY NOT APPRECIATE MY SOLUTION.

I'M NOT SURE I'D BLAME THEM!



THE GIFT OF LIFE IS THE MOST **PRECIOUS** IN ALL THE UNIVERSE! IT IS NOT FOR ME TO SQUANDER ANY SOUL.

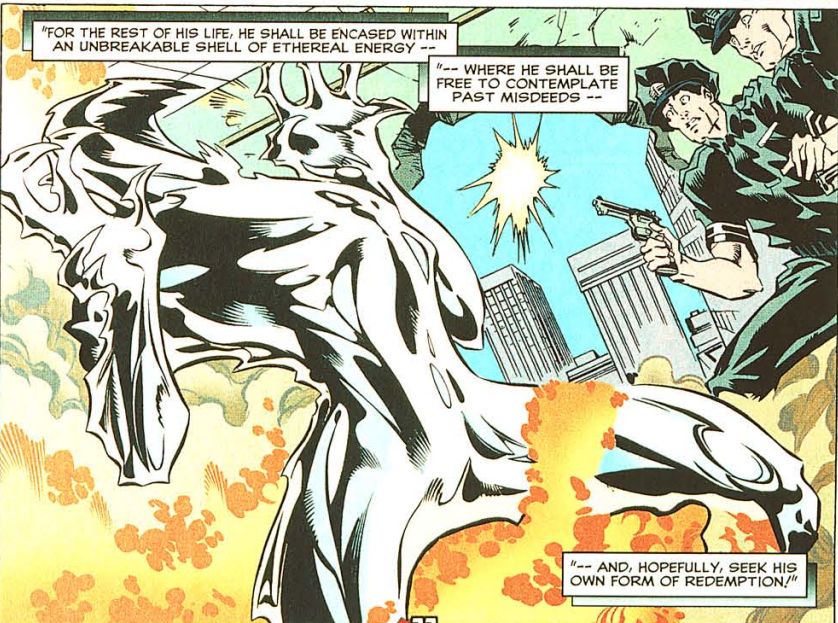
NOT EVEN ONE AS LOST AS **KASADY**!

B-BUT THAT'S WHAT YOU JUST DID...
...ISN'T IT?!



THANKS TO THE SYMBIOTE WHICH EVEN NOW PRESERVES HIM, **KASADY LIVES...**

HE IS **SAFE NOW...** AS ARE THOSE HE ONCE THREATENED.



"FOR THE REST OF HIS LIFE, HE SHALL BE ENCASED WITHIN AN UNBREAKABLE SHELL OF ETHEREAL ENERGY --"

"-- WHERE HE SHALL BE FREE TO CONTEMPLATE PAST MISDEEDS --"

"-- AND, HOPEFULLY, SEEK HIS OWN FORM OF REDEMPTION!"



YOU GOT A MINUTE, JONAH?



YEAH, SURE...

I WAS TRYING TO CALL **PETER PARKER**, BUT NOBODY SEEMS TO BE HOME.

JUST MY LUCK!

SOMETHING WRONG?



NAH! NOT IF HE SNAPPED A FEW FIX OF THAT BIG SPIDER-MAN CARNAGE FIASCO.

I DON'T CARE WHAT THE COPS ON THE SCENE SAID, I'M STILL CONVINCED THOSE TWO MANIACS ARE IN CAHOOTS WITH EACH OTHER!

HOW'S **MARTHA** DOING?

SHE'LL BE... FINE... BUT HIS ASSAULT HAS HELPED CLARIFY A FEW THINGS FOR ME.

WHAT ON EARTH ARE YOU TALKING ABOUT, JOEF?



THIS IS MY LETTER OF RESIGNATION, JONAH.

I'M LEAVING THE BUGLE.



WHAT?

Y-YOU CAN'T BE SERIOUS --

TRUST ME, JONAH... IT WASN'T A DECISION I MADE LIGHTLY.

EVERY MAN EVENTUALLY COMES TO A CRITICAL JUNCTURE...



"A POINT WHEN HE HAS TO TAKE STOCK OF HIS LIFE --"

"-- AND THEN, NO MATTER HOW PAINFUL THE COST, HE MUST SOMEHOW FIND THE COURAGE TO MAKE THE NECESSARY CHANGES --"

"-- OR HE'S DESTINED TO LOSE EVERYTHING AND EVERYONE HE EVER LOVED!"

THE SPIDEY WEB

Dear Spider's Web,

I really wasn't expecting to enjoy AMAZING SPIDER-MAN #425 all that much. I didn't care much for X-Man during his last appearance and I thought this "supercharged Electro" thing was kinda lame. In fact, this was your last chance before I gave up on the book again. Boy, was I surprised! Great action, fantastic pacing, a wonderful (and very readable) story. I thought Steve Skroce's debut several months ago left much room for improvement and improve he has! I love those acrobatic shots! I detect a very strong Keith Giffen influence there, yes? And, as usual, Tom DeFalco has captured that good old Marvel spirit and brings it into modern times. It seems your month of "Flashbacks" has reminded you guys where you came from and has brought you back to some much needed basics.

The future shows promise with the real Doc Ock returning. Normally, I don't care much for the return of "absolutely dead" characters, but I consider this one reparation for the misguided Ben Reilly era.

Marvel is definitely coming back to greatness! So, until you come out with "Maximum Carnage II" (that was a joke; don't even think about it!), Make Mine Marvel!

David Frost
6608 Duckett Lane
Elkridge, MD 21227

Phew! We barely eked that one out, David! Sorry to hear that you were thinking of leaving us, but we're quite glad we pulled our fannies out the fire just in time! Now let that be a lesson to all of you out there—just when you think things might be going downhill in your favorite Marvel mag, fret not! We're just setting you up for a *tour de force* like AMAZING #425! Keep the faith!

Dearest Spider's Web,

Congratulations on AMAZING SPIDER-MAN #425! I've only been reading real comics since about maybe April, but now that I've finally gotten over that little kid Betty and Veronica fad, Spider-Man is absolutely my hero! Let's face it, you guys have the best hero around—the only guy without a terrible, awkward cape or dinky elf shoes, with no monstrous, ridiculous muscles, and who isn't some crazy kook that spits lightning or has blood for hair. The costume is fantastic, and in issue #425, that "insulated costume" was pretty wild, but looked awfully uncomfortable. Anyway, the strong point of this issue was definitely the fight scene.

The bolts on the cover were beautiful, and the positions of Spider-Man and Nate Grey were very lifelike. Also, the fancy print in Delilah's word balloons are very pretty, but it's hard to imagine what her voice could possibly sound like. I'm absolutely wild about the "afterimages" of Spidey flying through the air, like on page two. It's too bad that his headaches and ulcers interfere with his acrobatics. And next issue...all-vertigo? Poor hero!

Some questions—who does the explosions? They look terribly real; I love them (i.e. page 11, page 22). Also, who's in charge of the sound effects? They're inspiring, but lately they've been getting a little on the silly side. What's a *Qwoomp* (page 22)? I mean, I can imagine the sound, but wouldn't a Wump do? The *Pwatang* on page 32 was very original, I'll admit. I think it's really wonderful that you use such elaborate words as *Pzatt*, *Kazarkk*, and *Kazakatwoom*; keep it up. And Make Mine Marvel!

Joanne Iaccino
81 Primrose Hill Road
Rhinebeck, NY 12572

Thanks for the letter, Joanne, and welcome aboard! We're always pleased to welcome yet another merry Marvelite into the fold!

Who's responsible for the explosions, you ask? Well, that depends on exactly what you liked about them. They're drawn initially by the *my* talented Steve Skroce and then gone over with ink by the versatile Bud LaRosa. They are then brought to colorful life by the unlimited palate of Mr. Bob Sharen. As for the sound effects, they are penned by the clearly creative Tom DeFalco and brought to life by the wonderful computer lettering of our pals at the Comcraft studio. Good to see you enjoyed them!

Dear Spider's Web,

I would like to congratulate you guys. Ever since you killed off Ben Reilly, I swore that I would not read another Spidey comic again, but I could not help myself! Your guys redeemed yourselves! Your past storyline was great. I just wish you would stop having bad guys hiding in the dark! First Norman, now the Black Tarantula. By the way, the Spidey/Electro fight was magnificent! Thanks!

Jon Honthy
4060 Alvarado Street
Canfield, OH 44406

You're welcome! Welcome back!

Dear Spider's Web,

I recently purchased AMAZING

SPIDER-MAN #425. I would say this is one of the better issues I've read. X-Man has become one of my favorite characters in the comic book industry. I hope he keeps appearing in your issues. It seems like Peter/Spider-Man would need a friend after all he's been through, and Nathan seems to fit that role perfectly. The issue also had an ending which surprised me. Who would have thought that Electro would kill himself instead of going to jail? I understand that he has a bad past with his parents and his wife, but that was a little too far. Why not just attack another city in a different country where the heroes aren't as strong? Who cares if Spider-Man came after him then? Given enough time, Electro would be strong enough and smart enough to defeat him.

All I have is one question: Will Spider-Man ever face the Rose in one-on-one battle?

Kyle Huckaby
1409 Bethune Street
Rossville, GA 37401

Don't think that Electro has moving on his mind, Kyle (that is, if he didn't just go *splat!* at the end of #425, natch!). These days he is motivated as much by the thought of besting Spidey as he is about amassing wealth or causing destruction. Go figure!

As for the Rose...well...don't wait up for this one. The Rose certainly doesn't seem to be the physically imposing type, and prefers to let others provide the muscle for his operations, while he stands in the shadows, scheming away. Who knows, though? Spidey may get his mitts on the purple coward one someday, and then, something tells us, the Rose is going to need a couple of bandages when all is said and done.

NEXT ISSUE:

REMEMBER WHEN WE SAID WE'D KEEP THE SPIDER-TITLES SEPARATE, EXCEPT FOR THOSE SPECIAL OCCASIONS WHEN THE STORY ABSOLUTELY DEMANDED A CROSSOVER? WELL, THIS IS IT! TRUE BELIEVER! IT'S PART TWO OF OUR AWAITING EPIC "SPIDER HUNTING" STORY. IS DETERMINED TO TRACK DOWN LIL' NORMIE OSBORN, BUT HOW CAN HE SUCCEED WHEN THE WHOLE CITY IS TRYING TO CASH IN ON THE FIVE MILLION DOLLAR REWARD ON OUR WEB-SLINGER'S HEAD? AND IF THAT WASN'T ENOUGH, HE RUNS smack INTO... THE BLACK TARANTULA! IT'S THE MOST BRUTAL BATTLE SPIDEY'S EVER BEEN IN, AND THERE IS A VERY DECISIVE OUTCOME! TOM DEFALCO & BUD LAROSA ARE JOINED BY THE MAN HIMSELF, JOHN ROMITA, JR.! WHAT MORE DO YOU NEED? GO OUT AND BUY IT ALREADY!

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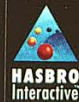
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